

General Meeting of Shareholders

AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS OF
GRONTMIJ N.V., TO BE HELD IN HOTEL DE BILTSCHHE HOEK, DE HOLLE BILT 1 IN DE BILT,
THE NETHERLANDS, AT 3 PM ON THURSDAY 14 MAY 2009

- 1 Opening**
- 2 Presentation by the Executive Board**
- 3 Report Executive Board and adoption annual accounts 2008**
 - a Report of the Executive Board for the financial year 2008 (for discussion)
 - b Adoption of the annual accounts 2008 (to be voted upon)
- 4 Declaration of dividend 2008 (to be voted upon)**
- 5 Discharge**
 - a Discharge of the members of the Executive Board (to be voted upon)
 - b Discharge of the members of the Supervisory Board (to be voted upon)
- 6 Reappointment of members of the Supervisory Board**
 - a1 Reappointment F.L.V. Meysman (to be voted upon) (appendix)
 - a2 Reappointment S.E. Eisma (to be voted upon) (appendix)
 - a3 Reappointment H.J. Zegeering Hadders (to be voted upon) (appendix)
- 7 Appointment of D.M. Zuydam as member of the Executive Board (to be voted upon) (appendix)**
- 8 Extension designation Executive Board as the body authorised to issue (ordinary and preference) shares and to limit or exclude preferential right**
 - a Extension of the designation of the Executive Board as the body authorised to issue ordinary shares (to be voted upon)
 - b Extension of the designation of the Executive Board as the body authorised to issue preference shares (to be voted upon)
 - c Extension of the designation of the Executive Board as the body authorised to limit or exclude the preferential right (to be voted upon)
- 9 Authorisation of the Executive Board to acquire own shares or depositary receipts for such shares by the company (to be voted upon)**
- 10 Commissioning accountant to audit the annual accounts for 2009 (to be voted upon)**
- 11 Any further questions**
- 12 Conclusion**

The notes and the appendix to the agenda, the annual accounts and the annual report for 2008 will be available for perusal at the company's office (Visiting address: De Holle Bilt 22, 3732 HM De Bilt, the Netherlands; Postal address: PO-box 203, 3730 AE De Bilt, The Netherlands) and at the office of Fortis Bank (Nederland) N.V. in Amsterdam (Visiting address: Rokin 55, 1012 KK Amsterdam, the Netherlands; Postal address: PO-box 243, 1000 AE Amsterdam, the Netherlands) from Tuesday 21 April 2009 until after the meeting. Free copies of the documents are available at these offices to shareholders, holders of depositary receipts for shares and other persons entitled to attend meetings.

The documents, data and announcements are also available on the company's website (www.grontmij.com) from Tuesday 21 April.

General Meeting of Shareholders

INSTRUCTIONS FOR ATTENDANCE

Registration deadline

The Executive Board has determined that for this meeting, those with the right to vote and/or attend the meeting are those who have those rights on Tuesday 28 April 2009 at 5 PM, after taking into account all credits and debits (the 'Registration date') and are registered as such in a register or part-register designated for that purpose by the Executive Board. With respect to holders of depositary receipts for registered shares, the register or part-register will be the administration of the institutions associated with the Netherlands Central Securities Depository (Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("Necigef") under the Securities (Bank Giro Transactions) Act. With respect to shareholders, the register will be the shareholders register of Grontmij N.V.

Attending the meeting

Depositary receipt holders

Holders of depositary receipts for shares who wish to attend the meeting in person or by proxy must have contacted Fortis Bank (Nederland) N.V. in Amsterdam at the address mentioned on the agenda, in writing, via their bank, by 5 PM on Thursday 7 May 2009 at the latest. For this purpose, the relevant bank must provide Fortis Bank (Nederland) N.V. with a statement confirming that as at the Registration Date the depositary receipts for shares are listed in their records in the name of that person at the time of the registration deadline. The registration receipt will then be sent to the holder and will serve as the admittance pass to the meeting.

Without prejudice to the above conditions, holders of depositary receipts for shares who wish to be represented by proxy must grant a proxy in writing. This written proxy should be received by Fortis Bank (Nederland) N.V. or by the Executive Board of the company by no later than 5 PM on Friday 8 May 2009 at the addresses mentioned on the agenda. The written proxy may be granted to a third party, a representative of the company or Mr. G.W.Ch. Visser, notary. In this last case, the written proxy should be received by Mr. G.W.Ch. Visser, p/a Allen&Overy, P.O. Box 75440, 1070 AK Amsterdam, the Netherlands, by no later than 5 PM on Friday 8 May 2009.

With respect to the holders of depositary receipts for shares (or their proxies) who, in compliance with the above, have registered their depositary receipts for shares in time, Stichting Administratiekantoor van aandelen Grontmij N.V. ('the AK') will, in accordance with paragraph 16 of its administration conditions, authorise such holders to exercise at the meeting the voting right attached to the shares deposited with the AK for which it has issued depositary receipts. Such holders of depositary receipts for shares don't have to request to be granted a proxy. The proxy is granted to the holder of the depositary receipts or their proxy on signing the attendance list before the meeting commences and on co-signing the written proxy signed by the board of the AK.

Holders of depositary receipts for shares that will not attend the meeting in person or by proxy may, if so desired, submit voting instructions to Stichting Administratiekantoor van aandelen Grontmij N.V. or a third party to be appointed by the AK. A model voting instruction is available as of Tuesday 21 April 2009 on the website of the company and is available free of charge at the office of the company at the address mentioned on the agenda. The voting instructions should be received by Stichting Administratiekantoor van aandelen Grontmij N.V., P.O. Box 203, 3730 AE De Bilt, the Netherlands, by no later than 5 PM on Friday 8 May 2009.

General Meeting of Shareholders

Shareholders and other holders of voting rights

Shareholders and other holders of voting rights who wish to attend the meeting must inform the Executive Board of their intention in writing at the address mentioned on the agenda, by 5 PM on Thursday 7 May 2009 at the latest.

Written proxies to attend and/or exercise voting rights at the meeting must be received by the Executive Board at the address mentioned on the agenda, no later than 5 PM on Friday 8 May 2009. The written proxy may be granted to a third party, a representative of the company or Mr. G.W.Ch. Visser, notary. In this last case, the written proxy should be received by Mr. G.W.Ch. Visser, p/a Allen&Overy, P.O. Box 75440, 1070 AK Amsterdam, the Netherlands, no later than 5 PM on Friday 8 May 2009.

Standard written proxy

A standard written proxy is available as of Tuesday 21 April 2009 on the website of the company and is available free of charge to shareholders, holders of depositary receipts for shares and other persons entitled to attend meetings at the company's office or the office of Fortis Bank (Nederland) N.V. at the addresses mentioned on the agenda.

Supervisory Board Grontmij N.V.
De Bilt, 21 april 2009

Stichting Administratiekantoor van aandelen Grontmij N.V.
De Bilt, 21 april 2009

NOTES TO THE AGENDA

Notes to item 3

Item 3a covers the discussion of the Executive Board Report for the financial year 2008, including a paragraph on corporate governance.

If so desired, the Report by the Supervisory Board and the Report by Stichting Administratiekantoor van aandelen Grontmij N.V., as included in the company's Annual Report for 2008, can be discussed under item 3a.

Under item 3b, it is proposed to adopt the annual accounts for the financial year 2008 as drawn up by the Executive Board and signed by the Executive Board and the Supervisory Board on 11 March 2009.

Notes to item 4

In determining the proposed dividend for 2008, consideration was given to the Group's contractual redemption on existing loans, solvency, liquidity and anticipated cash flow for 2009. In light of the current uncertainty in the financial markets it is necessary to maintain a solid financial position. It is proposed to pay out a dividend for the financial year 2008 of € 1.15 per share with nominal value of € 0.25 exclusively in cash (15% dividend tax will be withheld).

This proposed dividend is in line with the dividend policy which was explained to the shareholders in the meeting held on 19 May 2005.

If the dividend proposal is accepted, the dividend will be made available for payment from 3 June 2009.

Notes to item 6

After the General Meeting of Shareholders, according to the schedule, Messrs. F.L.V. Meysman, S.E. Eisma and J.H.J. Zegeering Hadders will stand down. All three gentlemen can be reappointed.

According to article 28 paragraph 5 of the articles of association, the Supervisory Board nominates Messrs. F.L.V. Meysman, J.H.J. Zegeering Hadders and S.E. Eisma for reappointment as members of the Supervisory Board by the General Meeting of Shareholders. All candidates meet the Supervisory Board profile, and the manner in which they carried out their duties as members of the Supervisory Board gives rise to this nomination for reappointment.

Upon reappointment in accordance with these nominations, the Supervisory Board will consist of four members.

The details of the persons nominated for reappointment, as defined in article 28 paragraph 6 of the articles of association of the company, are available at the addresses mentioned on the agenda.

General Meeting of Shareholders

Notes to item 7

A vacancy for the position of Chief Financial Officer on the Executive Board was created by the resignation of Mr. D.G.H. van der Werf as per 1 April 2009. According to article 23 of the articles of association, the Members of the Executive Board are appointed by the General Meeting of Shareholders upon nomination by the Supervisory Board. The Supervisory Board nominates Mr. D.M. Zuydam and proposes to the General Meeting of Shareholders to appoint Mr. D.M. Zuydam as a Member of the Executive Board as from 15 May 2009 for the period of four years. Upon appointment according to this nomination, the Executive Board will consist of four members.

Details of Mr. D.M. Zuydam, as defined in article 23 paragraph 7 of the articles of association, are available at the addresses mentioned on the agenda.

Notes to item 8

According to article 5 of the articles of association, the Executive Board is designated as the body authorised to issue shares, which decision is subject to approval by the Supervisory Board.

It is proposed to extend the designation of the Executive Board as the body authorised to issue shares and grant the right to subscribe for shares as provided for in article 5 of the articles of association by a period of 18 months starting on the date of this meeting and therefore ending on 14 November 2010. These authorisations concern:

- 8a for an issue of ordinary shares: a maximum of 10% of the subscribed capital as at the date of the General Meeting of Shareholders, plus an additional 10% if the issue takes place in the context of a merger or take-over, and
- 8b for an issue of preference shares: all unissued preference shares in the authorised share capital at any time without prejudice to what is defined in article 5 paragraph 5 of the articles of association.

Furthermore, in accordance with article 6 of the articles of association, the preferential subscription right upon the issue of ordinary shares can be limited or excluded by the Executive Board subject to approval by the Supervisory Board. The duration of this designation and the scope of the Executive Board's authority will be determined by the General Meeting of Shareholders.

- 8c It is proposed to extend the designation of the Executive Board as the body authorised to limit or exclude the preferential subscription right in the event of the issue of ordinary shares, as provided for in article 6 of the articles of association, by a period of 18 months starting on the date of this meeting and therefore ending on 14 November 2010. The authorisation is restricted to the number of shares the Executive Board is authorised to issue as a result of the designation under item 8a.

Note to item 9

According to article 11, paragraph 4 of the articles of association, the company requires the authorisation of the General Meeting of Shareholders to acquire its own shares or depositary receipts for such shares other than free of charge. Such authorisation is valid for a maximum of 18 months. It is proposed to grant the following authorisation:

'The Executive Board is authorised for a period of 18 months starting on 14 May 2009 to acquire its own shares or depositary receipts for such shares as defined in article 11 of the articles of association by purchase on the stock market or otherwise. The maximum number of shares or depositary receipts for shares acquired in this way is equal to the maximum of 10% of the issued capital as provided by the articles of association. The price per ordinary share is a maximum of the market price plus 10% and a minimum of nil. The average closing price according to the 'Officiële Prijscourant' published by Euronext Amsterdam N.V. for five consecutive trading days preceding the date of purchase is considered the market price.'

Notes to item 10

The General Meeting of Shareholders is authorised to commission an accountant to audit the annual accounts. It is proposed to commission KPMG Accountants N.V. of Rotterdam, the Netherlands, to audit the annual accounts for the financial year of 2009.